

Gouldens

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Registered No: 3754260

.....Gouldens 6/2/01.....
GOULDENS
10 Old Bailey
London EC4M 7NG

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

BEIGHTON ENERGY LIMITED

PURSUANT TO SECTION 381A OF THE
COMPANIES ACT 1985 (AS AMENDED)

(passed on 2/2/ 2001)



WE, the undersigned member of the above named Company, being the sole member who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows, such resolutions to take effect as to resolutions 1 and 2 as ordinary resolutions, and as to resolution 3 as a special resolution:

ORDINARY RESOLUTIONS

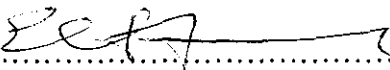
1. THAT the authorised share capital of the Company be increased to £100,000 by the creation of 5,000,000 ordinary shares of 1p each, each having attached to them the rights and liabilities as set out in the Articles of Association of the Company.
2. THAT, in addition to all existing such authorities, the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to but not exceeding an aggregate nominal amount of £78,579.68 PROVIDED that this authority shall (unless previously revoked or varied by the Company in general meeting) expire on the fifth anniversary of the date of this resolution, save that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allow relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred had not expired and that all previous general authorities granted to the directors pursuant to section 80 of the Act (or the statutory provisions of which that is a re-enactment) be (insofar as not previously exercised) hereby revoked.

SPECIAL RESOLUTION

3. THAT, in addition to all existing such authorities, subject to the passing of the above ordinary resolutions, the directors of the Company be and they are hereby empowered

pursuant to section 95 of the Act to allot equity securities for cash pursuant to the general authority conferred upon them under resolution 2 above as if section 89(1) of the Act did not apply to any such allotment and so that the power conferred by this paragraph shall enable the Company to make any offer or agreement before the expiry of the period of authority which would or might require equity securities to be allotted after the expiry of such period and so that notwithstanding such expiry, the directors may allot equity securities pursuant to any such offer or agreement previously made by the Company as if the power conferred hereby had not expired PROVIDED however that the power shall expire at the conclusion of five years following the passing of this resolution, except to the extent that the same is renewed or extended on or before that date.

Signed:


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Arbutus Projects Limited (shareholder)

Dated: 2/2/ 2001